

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.¹

Reorganized Debtors.

) Chapter 11
)
)
Case No. 01-01139 (KJC)
(Jointly Administered)
)
Re docket no. 32511, 32532
)

**CERTIFICATE OF COUNSEL CONCERNING *MOTION FOR AN ORDER
IMPLEMENTING THE PLAN'S DISCHARGE OF PREPETITION LITIGATION
CLAIMS AND THE RELATED INJUNCTION WHERE CLAIMANTS DID NOT FILE
PROOFS OF CLAIM* [DOCKET NO. 32511]**

1. On February 27, 2015, the Debtors filed *their Motion for an Order Implementing the Plan's Discharge of Prepetition Litigation Claims and the Related Injunction Where Claimants Did Not File Proofs of Claim* [Docket no. 32511] (the “Motion”).² The objection deadline for the Motion was March 17, 2015. On March 18, Roberta Prete’s *Response to Motion for an Order Implementing the Plan's Discharge of Prepetition Litigation Claims and the Related Injunction Where Claimants Did Not File Proofs of Claim* was docketed [Docket no. 32532] (the “Response”).

2. The Reorganized Debtors have engaged in discussions with counsel for Roberta Prete and Frank Falco regarding the Motion and Response and the issues raised thereby. The parties have agreed to entry of an order in the form attached hereto as Exhibit A. Exhibit B is a comparison to the form of order filed with the Motion.

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”).

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Motion or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (the “Plan”).

In view of the foregoing, Debtors respectfully request entry of an order substantially in the form attached hereto as Exhibit A.

Dated: March 20, 2015

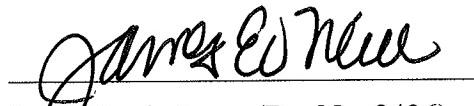
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